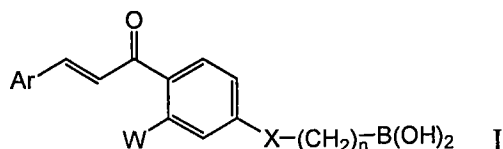


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings of claims in the application:

**Listing of Claims:**

1. (Currently Amended) A compound ~~including resolved enantiomers, diastereomers, solvates and pharmaceutical acceptable salts thereof, said compound having the of~~ Formula (I):



**or a pharmaceutically acceptable salt thereof,**

where:

Ar is aryl or heteroaryl, each of which may be unsubstituted or substituted with a substituent selected from the group consisting of F, Cl, Br, I, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z<sub>n</sub>-cycloalkyl, Z<sub>n</sub>-heterocycloalkyl, Z<sub>n</sub>-OR<sup>1</sup>, Z<sub>n</sub>-NO<sub>2</sub>, Z<sub>n</sub>-CN, Z<sub>n</sub>-CO<sub>2</sub>R<sup>1</sup>, Z<sub>n</sub>-(C=O)R<sup>1</sup>, Z<sub>n</sub>-O(C=O)R<sup>1</sup>, Z<sub>n</sub>-O-alkyl, Z<sub>n</sub>-OAr, Z<sub>n</sub>-SH, Z<sub>n</sub>-SR<sup>1</sup>, Z<sub>n</sub>-SOR<sup>1</sup>, Z<sub>n</sub>-SO<sub>2</sub>R<sup>1</sup>, Z<sub>n</sub>-S-Ar, Z<sub>n</sub>-SOAr, Z<sub>n</sub>-SO<sub>2</sub>Ar, Z<sub>n</sub>-Ar, Z<sub>n</sub>-heteroaryl, Z<sub>n</sub>-(C=O)NR<sup>1</sup>R<sup>2</sup>, Z<sub>n</sub>-NR<sup>1</sup>(C=O)R<sup>1</sup>, Z<sub>n</sub>-SO<sub>2</sub>NR<sup>1</sup>R<sup>2</sup>, PO<sub>3</sub>H<sub>2</sub>, and SO<sub>3</sub>H<sub>2</sub>;

W is H, Z<sub>n</sub>-F, Z<sub>n</sub>-Cl, Z<sub>n</sub>-Br, Z<sub>n</sub>-I, Z<sub>n</sub>-CF<sub>3</sub>, Z<sub>n</sub>-NO<sub>2</sub>, Z<sub>n</sub>-OR<sup>1</sup>, Z<sub>n</sub>-NR<sup>1</sup>R<sup>2</sup>, Z<sub>n</sub>-COOR<sup>1</sup>, Z<sub>n</sub>-SR<sup>1</sup>, Z<sub>n</sub>-(C=O)R<sup>1</sup>, Z<sub>n</sub>-O(C=O)R<sup>1</sup>, Z<sub>n</sub>-NR<sup>1</sup>(C=O)R<sup>1</sup>, Z<sub>n</sub>-(C=O)NR<sup>1</sup>, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z<sub>n</sub>-cycloalkyl, Z<sub>n</sub>-heterocycloalkyl, Z<sub>n</sub>-Ar or Z<sub>n</sub>-heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z<sub>n</sub>-

cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n$ -Ar or  $Z_n$ -heteroaryl may be substituted or unsubstituted;

X is  $Z_n$ ,  $Z_n$ -O,  $Z_n$ -S,  $Z_n$ -NR<sup>1</sup>,  $Z_n$ -NR<sup>1</sup>(C=O),  $Z_n$ -C=O,  $Z_n$ -OC(=O), or  $Z_n$ -C(=O)O;

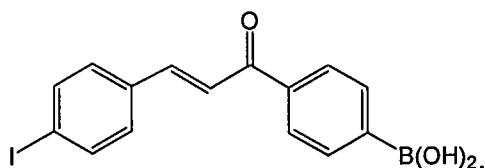
R<sup>1</sup> and R<sup>2</sup> are independently H, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n$ -Ar or  $Z_n$ -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n$ -Ar or  $Z_n$ -heteroaryl may be substituted or unsubstituted, or

R<sup>1</sup> together with R<sup>2</sup> and N forms a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring;

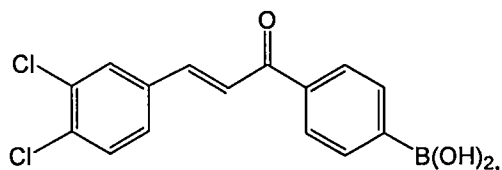
Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and

n is zero or any integer.

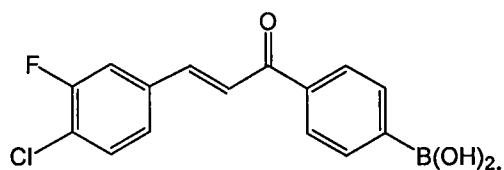
2. (Original) The compound of claim 1 having the structure



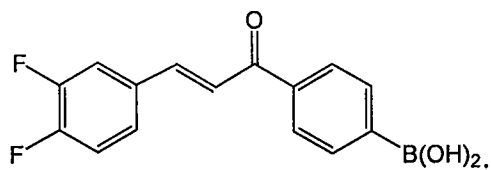
3. (Original) The compound of claim 1 having the structure



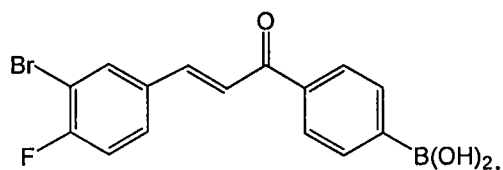
4. (Original) The compound of claim 1 having the structure



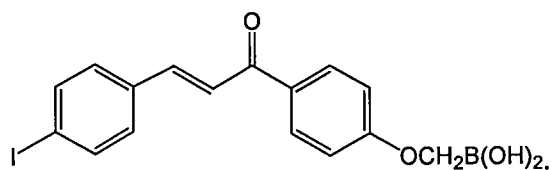
5. (Original) The compound of claim 1 having the structure



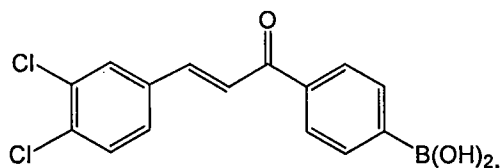
6. (Original) The compound of claim 1 having the structure



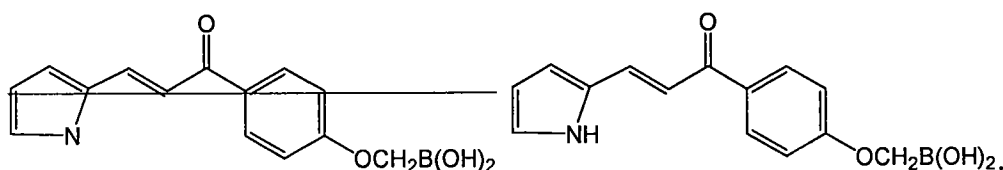
7. (Original) The compound of claim 1 having the structure



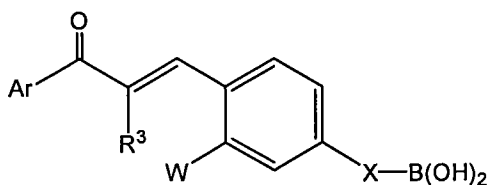
8. (Original) The compound of claim 1 having the structure



9. (Currently Amended) The compound of claim 1 having the structure



10. (Withdrawn) A compound including resolved enantiomers, diastereomers, solvates and pharmaceutically acceptable salts thereof, said compound having the Formula (II):



II

where

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

W is H, Zn-F, Zn-Cl, Zn-Br, Zn-I, Zn-CF<sub>3</sub>, Zn-NO<sub>2</sub>, Zn-OR<sup>1</sup>, Zn-NR<sup>1</sup>R<sup>2</sup>, Zn-COOR<sup>1</sup>, Zn-SR<sup>1</sup>, Zn-(C=O)R<sup>1</sup>, Zn-O(C=O)R<sup>1</sup>, Zn-NR<sup>1</sup>(C=O)R<sup>1</sup>, Zn-(C=O)NR<sup>1</sup>, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Zn-cycloalkyl, Zn-heterocycloalkyl, Zn-Ar or Zn-heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Zn-cycloalkyl, Zn-heterocycloalkyl, Zn-Ar or Zn-heteroaryl may be substituted or unsubstituted;

X is Zn, Zn-O, Zn-S, Zn-NR<sup>1</sup>, Zn-NR<sup>1</sup>(C=O), Zn-C=O, Zn-OC(=O), or Zn-C(=O)O;

$R^1$  and  $R^2$  are independently H, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n$ -Ar or  $Z_n$ -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n$ -Ar or  $Z_n$ -heteroaryl may be substituted or unsubstituted, or

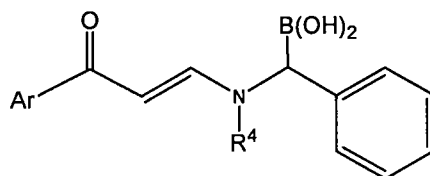
$R^1$  together with  $R^2$  and N forms a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring;

$R^3$  is an electron-withdrawing moiety;

Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and

n = zero or any integer.

11. (Withdrawn) The compound of claim 10, wherein  $R^3$  is fluoro, chloro, bromo, iodo,  $\text{NO}_2$ ,  $\text{NH}_2$ , CN,  $\text{SO}_2\text{R}^1$ ,  $\text{SO}_2\text{Ar}$ ,  $\text{COOH}$ ,  $\text{OAr}$ ,  $\text{COOR}^1$ ,  $\text{OR}^1$ ,  $\text{COR}^1$ , SH,  $\text{SR}^1$ , OH,  $\text{CF}_3$ , Ar, alkenyl, alkynyl or allyl, wherein said OAr, Ar, alkenyl, alkynyl and allyl may be optionally unsubstituted or substituted with an electron withdrawing moiety
12. (Withdrawn) A compound including resolved enantiomers, diastereomers, solvates and pharmaceutically acceptable salts thereof, said compound having the Formula (III):



III

where

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

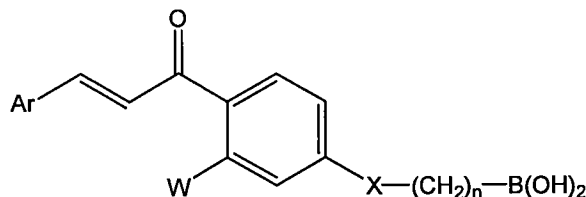
$R^4$  is H, an amine protecting group,  $Z_n-OR^1$ ,  $Z_n-SR^1$ ,  $Z_n-NR^1$ ,  $Z_n-NR(C=O)R^1$ ,  $Z_n-C=OR^1$ ,  $Z_n-OC(=O)R^1$ ,  $Z_n-C(=O)OR^1$ , alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n$ -Ar or  $Z_n$ -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n$ -Ar or  $Z_n$ -heteroaryl may be substituted or unsubstituted;

$R^1$  is H, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n$ -Ar or  $Z_n$ -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl, or  $Z_n$ -Ar or  $Z_n$ -heteroaryl may be substituted or unsubstituted,

Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and

n is zero or any integer.

13. (Currently Amended) A method of treating a ~~tumor~~ or **breast** cancer in a patient in need thereof comprising administering to said patient an effective amount of a compound having the of Formula (I):



I

**or a pharmaceutically acceptable salt thereof,**

where:

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

W is H,  $Z_n$ -F,  $Z_n$ -Cl,  $Z_n$ -Br,  $Z_n$ -I,  $Z_n$ -CF<sub>3</sub>,  $Z_n$ -NO<sub>2</sub>,  $Z_n$ -OR<sup>1</sup>,  $Z_n$ -NR<sup>1</sup>R<sup>2</sup>,  $Z_n$ -COOR<sup>1</sup>,  $Z_n$ -SR<sup>1</sup>,  $Z_n$ -(C=O)R<sup>1</sup>,  $Z_n$ -O(C=O)R<sup>1</sup>,  $Z_n$ -NR<sup>1</sup>(C=O)R<sup>1</sup>,  $Z_n$ -(C=O)NR<sup>1</sup>, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n$ -Ar or  $Z_n$ -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n$ -Ar or  $Z_n$ -heteroaryl may be substituted or unsubstituted;

X is  $Z_n$ ,  $Z_n$ -O,  $Z_n$ -S,  $Z_n$ -NR<sup>1</sup>,  $Z_n$ -NR<sup>1</sup>(C=O),  $Z_n$ -C=O,  $Z_n$ -OC(=O), or  $Z_n$ -C(=O)O;

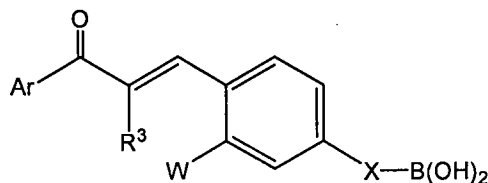
R<sup>1</sup> and R<sup>2</sup> are independently H, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n$ -Ar or  $Z_n$ -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n$ -Ar or  $Z_n$ -heteroaryl may be substituted or unsubstituted, or

R<sup>1</sup> together with R<sup>2</sup> and N forms a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring;

Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and

n is zero or any integer.

14. (Canceled) The method of claim 13, wherein said tumor is selected from the group consisting of breast, cervical, stomach, colon, bladder, rectal, liver, pancreatic, lung, cervix uteri, corpus uteri, ovary, prostate, testis, renal, brain/ens, head, neck, throat, anal and oral cancers, eye or ocular cancer, skin melanoma, Ewing's Sarcoma, Kaposi's Sarcoma, basal cell carcinoma and squamous cell carcinoma, small cell lung cancer, mouth/pharynx, esophageal, larynx, kidney and lymphoma, acute lymphocytic leukemia, and acute myelogenous leukemia;
15. (Withdrawn) A method of treating a tumor or cancer in a patient in need thereof comprising administering to said patient an effective amount of a compound having the Formula (II):



II

where

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

W is H, Z<sub>n</sub>-F, Z<sub>n</sub>-Cl, Z<sub>n</sub>-Br, Z<sub>n</sub>-I, Z<sub>n</sub>-CF<sub>3</sub>, Z<sub>n</sub>-NO<sub>2</sub>, Z<sub>n</sub>-OR<sup>1</sup>, Z<sub>n</sub>-NR<sup>1</sup>R<sup>2</sup>, Z<sub>n</sub>-COOR<sup>1</sup>, Z<sub>n</sub>-SR<sup>1</sup>, Z<sub>n</sub>-(C=O)R<sup>1</sup>, Z<sub>n</sub>-O(C=O)R<sup>1</sup>, Z<sub>n</sub>-NR<sup>1</sup>(C=O)R<sup>1</sup>, Z<sub>n</sub>-(C=O)NR<sup>1</sup>, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z<sub>n</sub>-cycloalkyl, Z<sub>n</sub>-heterocycloalkyl, Z<sub>n</sub>-Ar or Z<sub>n</sub>-heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z<sub>n</sub>-cycloalkyl, Z<sub>n</sub>-heterocycloalkyl, Z<sub>n</sub>-Ar or Z<sub>n</sub>-heteroaryl may be substituted or unsubstituted;



X is  $Z_n$ ,  $Z_n-O$ ,  $Z_n-S$ ,  $Z_n-NR^1$ ,  $Z_n-NR^1(C=O)$ ,  $Z_n-C=O$ ,  $Z_n-OC(=O)$ , or  $Z_n-C(=O)O$ ;

$R^1$  and  $R^2$  are independently H, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n-Ar$  or  $Z_n$ -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n-Ar$  or  $Z_n$ -heteroaryl may be substituted or unsubstituted, or

$R^1$  together with  $R^2$  and N forms a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring;

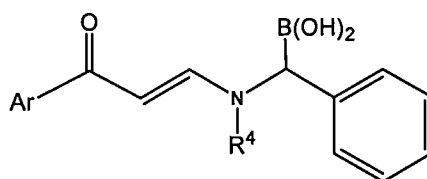
$R^3$  is an electron-withdrawing moiety;

Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and

n = zero or any integer.

16. (Withdrawn) The method of claim 15, wherein said tumor is selected from the group consisting of breast, cervical, stomach, colon, bladder, rectal, liver, pancreatic, lung, cervix uteri, corpus uteri, ovary, prostate, testis, renal, brain/cns, head, neck, throat, anal and oral cancers, eye or ocular cancer, skin melanoma, Ewing's Sarcoma, Kaposi's Sarcoma, basal cell carcinoma and squamous cell carcinoma, small cell lung cancer, mouth/pharynx, esophageal, larynx, kidney and lymphoma, acute lymphocytic leukemia, and acute myelogenous leukemia.

17. (Withdrawn) A method of treating a tumor or cancer in a patient in need thereof comprising administering to said patient an effective amount of a compound having the Formula (III):



III

where

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

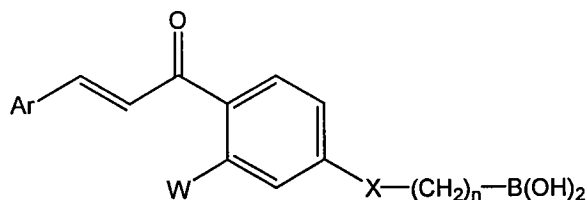
$\text{R}^4$  is H, an amine protecting group,  $\text{Z}_n-\text{OR}^1$ ,  $\text{Z}_n-\text{SR}^1$ ,  $\text{Z}_n-\text{NR}^1$ ,  $\text{Z}_n-\text{NR}^1(\text{C}=\text{O})\text{R}^1$ ,  $\text{Z}_n-\text{C}=\text{OR}^1$ ,  $\text{Z}_n-\text{OC}(=\text{O})\text{R}^1$ ,  $\text{Z}_n-\text{C}(=\text{O})\text{OR}^1$ , alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $\text{Z}_n$ -cycloalkyl,  $\text{Z}_n$ -heterocycloalkyl,  $\text{Z}_n$ -Ar or  $\text{Z}_n$ -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $\text{Z}_n$ -cycloalkyl,  $\text{Z}_n$ -heterocycloalkyl, or  $\text{Z}_n$ -Ar or  $\text{Z}_n$ -heteroaryl may be substituted or unsubstituted;

$\text{R}^1$  is H, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $\text{Z}_n$ -cycloalkyl,  $\text{Z}_n$ -heterocycloalkyl,  $\text{Z}_n$ -Ar or  $\text{Z}_n$ -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $\text{Z}_n$ -cycloalkyl,  $\text{Z}_n$ -heterocycloalkyl,  $\text{Z}_n$ -Ar or  $\text{Z}_n$ -heteroaryl may be substituted or unsubstituted;

Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and

n is zero or any integer.

18. (Withdrawn) The method of claim 17, wherein said tumor is selected from the group consisting of breast, cervical, stomach, colon, bladder, rectal, liver, pancreatic, lung, cervix uteri, corpus uteri, ovary, prostate, testis, renal, brain/cns, head, neck, throat, anal and oral cancers, eye or ocular cancer, skin melanoma, Ewing's Sarcoma, Kaposi's Sarcoma, basal cell carcinoma and squamous cell carcinoma, small cell lung cancer, mouth/pharynx, esophageal, larynx, kidney and lymphoma, acute lymphocytic leukemia, and acute myelogenous leukemia.
19. (Withdrawn) A method of inhibiting MDM2 expression in a mammal, comprising administering an amount of a compound effective to inhibit said expression, said compound having the Formula (I):



I

where

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

W is H, Z<sub>n</sub>-F, Z<sub>n</sub>-Cl, Z<sub>n</sub>-Br, Z<sub>n</sub>-I, Z<sub>n</sub>-CF<sub>3</sub>, Z<sub>n</sub>-NO<sub>2</sub>, Z<sub>n</sub>-OR<sup>1</sup>, Z<sub>n</sub>-NR<sup>1</sup>R<sup>2</sup>, Z<sub>n</sub>-COOR<sup>1</sup>, Z<sub>n</sub>-SR<sup>1</sup>, Z<sub>n</sub>-(C=O)R<sup>1</sup>, Z<sub>n</sub>-O(C=O)R<sup>1</sup>, Z<sub>n</sub>-NR<sup>1</sup>(C=O)R<sup>1</sup>, Z<sub>n</sub>-(C=O)NR<sup>1</sup>, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z<sub>n</sub>-cycloalkyl, Z<sub>n</sub>-heterocycloalkyl, Z<sub>n</sub>-Ar or Z<sub>n</sub>-heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z<sub>n</sub>-cycloalkyl, Z<sub>n</sub>-heterocycloalkyl, Z<sub>n</sub>-Ar or Z<sub>n</sub>-heteroaryl may be substituted or unsubstituted;

X is  $Z_n$ ,  $Z_n-O$ ,  $Z_n-S$ ,  $Z_n-NR^1$ ,  $Z_n-NR^1(C=O)$ ,  $Z_n-C=O$ ,  $Z_n-OC(=O)$ , or  $Z_n-C(=O)O$ ;

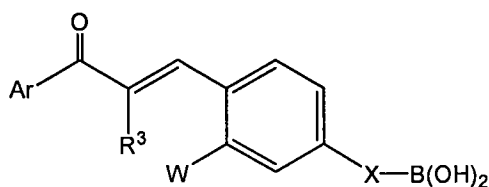
$R^1$  and  $R^2$  are independently H, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n-Ar$  or  $Z_n$ -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n$ -cycloalkyl,  $Z_n$ -heterocycloalkyl,  $Z_n-Ar$  or  $Z_n$ -heteroaryl may be substituted or unsubstituted, or

$R^1$  together with  $R^2$  and N forms a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring;

Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and

n is zero or any integer.

20. (Withdrawn) A method of inhibiting MDM2 expression in a mammal, comprising administering an amount of a compound effective to inhibit said expression, said compound having the Formula (II):



II

where

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

W is H,  $Z_n\text{-F}$ ,  $Z_n\text{-Cl}$ ,  $Z_n\text{-Br}$ ,  $Z_n\text{-I}$ ,  $Z_n\text{-CF}_3$ ,  $Z_n\text{-NO}_2$ ,  $Z_n\text{-OR}^1$ ,  $Z_n\text{-NR}^1\text{R}^2$ ,  $Z_n\text{-COOR}^1$ ,  $Z_n\text{-SR}^1$ ,  $Z_n\text{-(C=O)R}^1$ ,  $Z_n\text{-O(C=O)R}^1$ ,  $Z_n\text{-NR}^1\text{(C=O)R}^1$ ,  $Z_n\text{-(C=O)NR}^1$ , alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n\text{-cycloalkyl}$ ,  $Z_n\text{-heterocycloalkyl}$ ,  $Z_n\text{-Ar}$  or  $Z_n\text{-heteroaryl}$ , wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n\text{-cycloalkyl}$ ,  $Z_n\text{-heterocycloalkyl}$ ,  $Z_n\text{-Ar}$  or  $Z_n\text{-heteroaryl}$  may be substituted or unsubstituted;

X is  $Z_n$ ,  $Z_n\text{-O}$ ,  $Z_n\text{-S}$ ,  $Z_n\text{-NR}^1$ ,  $Z_n\text{-NR}^1\text{(C=O)}$ ,  $Z_n\text{-C=O}$ ,  $Z_n\text{-OC(=O)}$ , or  $Z_n\text{-C(=O)O}$ ;

$R^1$  and  $R^2$  are independently H, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n\text{-cycloalkyl}$ ,  $Z_n\text{-heterocycloalkyl}$ ,  $Z_n\text{-Ar}$  or  $Z_n\text{-heteroaryl}$ , wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $Z_n\text{-cycloalkyl}$ ,  $Z_n\text{-heterocycloalkyl}$ ,  $Z_n\text{-Ar}$  or  $Z_n\text{-heteroaryl}$  may be substituted or unsubstituted, or

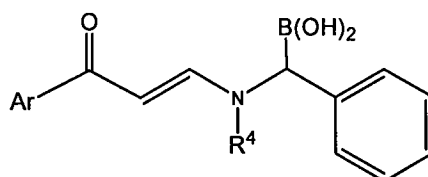
$R^1$  together with  $R^2$  and N forms a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring;

$R^3$  is an electron-withdrawing moiety;

Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and

n = zero or any integer.

21. (Withdrawn) A method of inhibiting MDM2 expression in a mammal, comprising administering an amount of a compound effective to inhibit said expression, said compound having the Formula (III):



III

where

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

$\text{R}^4$  is H, an amine protecting group,  $\text{Z}_n-\text{OR}^1$ ,  $\text{Z}_n-\text{SR}^1$ ,  $\text{Z}_n-\text{NR}^1$ ,  $\text{Z}_n-\text{NR}^1(\text{C}=\text{O})\text{R}^1$ ,  $\text{Z}_n-\text{C}=\text{OR}^1$ ,  $\text{Z}_n-\text{OC}(=\text{O})\text{R}^1$ ,  $\text{Z}_n-\text{C}(=\text{O})\text{OR}^1$ , alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $\text{Z}_n$ -cycloalkyl,  $\text{Z}_n$ -heterocycloalkyl,  $\text{Z}_n$ -Ar or  $\text{Z}_n$ -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $\text{Z}_n$ -cycloalkyl,  $\text{Z}_n$ -heterocycloalkyl, or  $\text{Z}_n$ -Ar or  $\text{Z}_n$ -heteroaryl may be substituted or unsubstituted;

$\text{R}^1$  is H, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $\text{Z}_n$ -cycloalkyl,  $\text{Z}_n$ -heterocycloalkyl,  $\text{Z}_n$ -Ar or  $\text{Z}_n$ -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,  $\text{Z}_n$ -cycloalkyl,  $\text{Z}_n$ -heterocycloalkyl,  $\text{Z}_n$ -Ar or  $\text{Z}_n$ -heteroaryl may be substituted or unsubstituted;

Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and n is zero or any integer.